

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

September 24, 2007

RECORDATION NO. **17031-I**
FILED

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

SEP 24 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of 1990 BNSF Railway Company
Leveraged Lease Financing of Equipment (BN 1990-G)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Trust Indenture Supplement No. 1 (BN 1990-G), dated as of September 26, 2007, between the Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*") and U.S. Bank National Association, as Indenture Trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (BN 1990-G), dated as of September 14, 1990, between BNSF Railway Company (formerly known as Burlington Northern Railroad Company), as lessee (the "*Lessee*") and Wilmington Trust Company, as Owner Trustee, as Lessor, which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 27, 1990 at 12:05 P.M. under recordation number 17031.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1990-G)

2276198.01.07.B.doc
1619253

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(BN 1990-G)

SEP 24 2007 9 00 AM
SEP 24 2007 9 00 AM
SURFACE TRANSPORTATION BOARD
SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of September 26, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") under the Amended and Restated Trust Agreement (BN 1990-G) dated as of September 26, 2007 between the Owner Trustee, in its individual capacity and the institution referred to therein as Owner Participant, and U.S. Bank National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1990-G), dated as of September 26, 2007 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (BN 1990-G), dated September 26, 2007, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By JAMES R. LAWLER
Name: Vice President
Title:

Executed on this 11th day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2007.

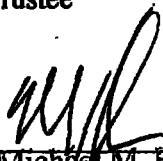
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of September, 2007.

U.S. BANK NATIONAL ASSOCIATION, as
Indenture Trustee

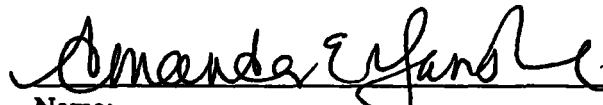
By  _____
Name: Michael M. Hopkins
Title: Vice President

Executed on this 14 day of September, 2007.

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the 4 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 4, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: AMANDA E. GAMBLE
Notary Public Notary Public - State of Delaware
My Commission Expires: May 15, 2011
Residing in _____

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the ____ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September ____, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS.:

On this, the ____ day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on September ____, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) SS.:

On this, the 14 day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on September 14, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires: Connecticut
Residing in _____

SUSAN P McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	OLD REPORTING MARKS AND ROAD NUMBERS	NEW REPORTING MARKS AND ROAD NUMBERS
SD60-M Locomotives	14	BNSF 9219	BNSF 8119
		BNSF 9222	BNSF 8122
		BNSF 9223	BNSF 8123
		BNSF 9224	BNSF 8124
		BNSF 9234	BNSF 8134
		BNSF 9236	BNSF 8136
		BNSF 9239	BNSF 8139
		BNSF 9240	BNSF 8140
		BNSF 9241	BNSF 8141
		BNSF 9242	BNSF 8142
		BNSF 9244	BNSF 8144
		BNSF 9247	BNSF 8147
		BNSF 9248	BNSF 8148
		BNSF 9249	BNSF 8149

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

9/24/07



Robert W. Alvord